

Table of Contents

1. DEFINITIONS AND USAGE.....	1
1.1 Definitions.....	1
2. SALE AND TRANSFER OF ASSETS; CLOSING.....	6
INTRODUCTION.....	6
2.1 Assets to Be Sold	7
2.2 Excluded Assets	9
2.3 Consideration	10
2.4 Liabilities	14
2.5 Allocation.....	17
2.6 Closing	18
2.7 Closing Obligations	19
2.8 Adjustment Amount and Payment	22
2.9 Adjustment Procedure.....	23
2.10 Consents	24
3. REPRESENTATIONS AND WARRANTIES OF SELLER.....	28
INTRODUCTION.....	28
3.1 Organization and Good Standing.....	28
3.2 Enforceability; Authority; No Conflict.....	28
3.3 Capitalization	31
3.4 Financial Statements	31
3.5 Books and Records	31
3.8 Description of Leased Real Property	32
3.9 Title to Assets; Encumbrances.....	32
3.11 Accounts Receivable.....	33
3.14 Taxes.....	33
3.18 Legal Proceedings; Orders	33
3.20 Contracts; No Defaults.....	34
3.29 Relationships with Related Persons	35
3.30 Brokers or Finders.....	35
3.31 Securities Law Matters	35
3.32 Solvency.....	36
3.33 Disclosure	36

3.34	Condition of Assets.....	36
4.	REPRESENTATIONS AND WARRANTIES OF BUYER	38
	INTRODUCTION.....	38
4.5	Financing.....	38
5.	COVENANTS OF SELLER PRIOR TO CLOSING.....	39
	INTRODUCTION.....	39
5.1	Access and Investigation.....	40
5.2	Operation of the Business of Seller	40
5.4	Required Approvals	40
5.5	Notification	41
5.6	No Negotiation.....	41
5.7	Best Efforts	42
5.8	Interim Financial Statements	42
5.9	Change of Name	43
5.10	Payment of Liabilities.....	43
6.	COVENANTS OF BUYER PRIOR TO CLOSING.....	45
	INTRODUCTION.....	45
6.1	Required Approvals	45
7.	CONDITIONS PRECEDENT TO BUYER’S OBLIGATION TO CLOSE	46
7.1	Accuracy of Representations	46
7.14	Bankruptcy Court Order	46
7.15	Cure Amounts	47
8.	CONDITIONS PRECEDENT TO SELLER’S OBLIGATION TO CLOSE	48
9.	TERMINATION.....	49
9.1	Termination Events.....	49
9.3	Break-up Fee and Expense Reimbursement	51
10.	OTHER COVENANTS.....	54
10.1	Employee Benefit Plans	54
10.2	Payment of All Taxes Resulting from Sale of Assets by Seller	54
10.3	Payment of Other Retained Liabilities.....	54
10.4	Restrictions on Seller Dissolution and Distributions	55
10.5	Removing Excluded Assets	55
10.10	Retention of and Access to Records	57

11.	INDEMNIFICATION; REMEDIES.....	58
12.	CONFIDENTIALITY	59
	12.3 Exceptions.....	59
13.	GENERAL PROVISIONS.....	60
	13.1 Expenses	60
	13.4 Jurisdiction; Service of Process	60
	13.5 Enforcement.....	61
	13.9 Assignments, Successors and No Third-Party Rights	61
	13.13 Governing Law	62
	13.17 Approval of Sale by Bankruptcy Court	62
	13.18 Approval of Sale Order by Buyer	62
	13.19 Controlling Priority of Sale Documents	63
14.	SPONSOR GUARANTY.....	64
	14.1 Guaranty.....	64
15.	EXECUTORY CONTRACT AND UNEXPIRED LEASE DESIGNATION RIGHTS.....	68
	APPENDIX A.....	1
	APPENDIX B	1
	APPENDIX C.....	1
	APPENDIX D.....	1
	APPENDIX E	1